

EXHIBIT A

JPMORGAN CHASE & CO

FORM 10-K (Annual Report)

Filed 02/28/13 for the Period Ending 12/31/12

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Fiscal Year	12/31

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K

Annual report pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

For the fiscal year ended
December 31, 2012

Commission file
number 1-5805

JPMorgan Chase & Co.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

13-2624428

(I.R.S. employer
identification no.)

270 Park Avenue, New York, New York

(Address of principal executive offices)

10017

(Zip code)

Registrant's telephone number, including area code: (212) 270-6000
Securities registered pursuant to Section 12(b) of the Act:

Title of each class

Name of each exchange on which registered

Common stock

The New York Stock Exchange

The London Stock Exchange

The Tokyo Stock Exchange

Warrants, each to purchase one share of Common Stock

The New York Stock Exchange

Depository Shares, each representing a one-four hundredth interest in a share of 8.625% Non-Cumulative Preferred Stock, Series J

The New York Stock Exchange

Depository Shares, each representing a one-four hundredth interest in a share of 5.50% Non-Cumulative Preferred Stock, Series O

The New York Stock Exchange

Guarantee of 7.00% Capital Securities, Series J, of J.P. Morgan Chase Capital X

The New York Stock Exchange

Guarantee of 5.875% Capital Securities, Series K, of J.P. Morgan Chase Capital XI

The New York Stock Exchange

Guarantee of 6.25% Capital Securities, Series L, of J.P. Morgan Chase Capital XII

The New York Stock Exchange

Guarantee of 6.20% Capital Securities, Series N, of JPMorgan Chase Capital XIV

The New York Stock Exchange

Guarantee of 6.35% Capital Securities, Series P, of JPMorgan Chase Capital XVI

The New York Stock Exchange

Guarantee of 6.625% Capital Securities, Series S, of JPMorgan Chase Capital XIX

The New York Stock Exchange

Guarantee of 6.875% Capital Securities, Series X, of JPMorgan Chase Capital XXIV

The New York Stock Exchange

Guarantee of 6.70% Capital Securities, Series CC, of JPMorgan Chase Capital XXIX

The New York Stock Exchange

Guarantee of 7.20% Preferred Securities of BANK ONE Capital VI

The New York Stock Exchange

KEYnotes Exchange Traded Notes Linked to the First Trust Enhanced 130/30 Large Cap Index

The New York Stock Exchange

Alerian MLP Index ETNs due May 24, 2024

NYSE Arca, Inc.

JPMorgan Double Short US 10 Year Treasury Futures ETNs due September 30, 2025

NYSE Arca, Inc.

JPMorgan Double Short US Long Bond Treasury Futures ETNs due September 30, 2025

NYSE Arca, Inc.

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. ☒ Yes ☐ No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. ☐ Yes ☒ No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☒ Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). ☒ Yes ☐ No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

☒ Large accelerated filer ☐ Accelerated filer

☐ Non-accelerated filer
(Do not check if a smaller reporting company)

☐ Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). ☐ Yes ☒ No

The aggregate market value of JPMorgan Chase & Co. common stock held by non-affiliates as of June 30, 2012 : \$134,979,087,091

Number of shares of common stock outstanding as of January 31, 2013 : 3,827,466,945

Documents incorporated by reference: Portions of the registrant's Proxy Statement for the annual meeting of stockholders to be held on May 21, 2013, are incorporated by reference in this Form 10-K in response to Items 10, 11, 12, 13 and 14 of Part III.

European headquarters of the Corporate & Investment Bank in 2012.

In 2008, JPMorgan Chase had acquired a 999-year leasehold interest in land at London's Canary Wharf and had entered into a building agreement to develop the site and construct a European headquarters building. However, with the acquisition of 25 Bank Street, JPMorgan Chase signed an amended building agreement in December 2010 for the continued development of the Canary Wharf site for future use. The amended terms extend the building agreement to October 30, 2016.

JPMorgan Chase and its subsidiaries also occupy offices and other administrative and operational facilities in the Asia/Pacific region, Latin America and North America under ownership and leasehold agreements aggregating approximately 5.4 million square feet of space at December 31, 2012. This includes leases for administrative and operational facilities in India (2.0 million square feet) and the Philippines (1.0 million square feet).

The properties occupied by JPMorgan Chase are used across all of the Firm's business segments and for corporate purposes. JPMorgan Chase continues to evaluate its current and projected space requirements and may determine from time to time that certain of its premises and facilities are no longer necessary for its operations. There is no assurance that the Firm will be able to dispose of any such excess premises or that it will not incur charges in connection with such dispositions. Such disposition costs may be material to the Firm's results of operations in a given period. For a discussion of occupancy expense, see the Consolidated Results of Operations on pages 72–75.

ITEM 3: LEGAL PROCEEDINGS

For a description of the Firm's material legal proceedings, see Note 31 on pages 316–325.

ITEM 4: MINE SAFETY DISCLOSURES

Not applicable.

Part II

ITEM 5: MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market for registrant's common equity

The outstanding shares of JPMorgan Chase common stock are listed and traded on the New York Stock Exchange, the London Stock Exchange and the Tokyo Stock Exchange. For the quarterly high and low prices of JPMorgan Chase's common stock for the last two years, see the section entitled "Supplementary information – Selected quarterly financial data (unaudited)" on pages 331–332. For a comparison of the cumulative total return for JPMorgan Chase common stock with the comparable total return of the S&P 500 Index, the KBW Bank Index and the S&P Financial Index over the five-year period ended

December 31, 2012, see "Five-year stock performance," on page 63.

JPMorgan Chase declared and paid quarterly cash dividends on its common stock in the amount of \$0.30 per share for each quarter of 2012, \$0.25 per share for each quarter of 2011 and \$0.05 per share for each quarter of 2010.

The common dividend payout ratio, based on reported net income, was 23% for 2012, 22% for 2011 and 5% for 2010. For a discussion of restrictions on dividend payments, see Note 22 and Note 27 on page 300 and page 306, respectively. At January 31, 2013, there were 217,055 holders of record of JPMorgan Chase common stock. For information regarding securities authorized for issuance under the Firm's employee stock-based compensation plans, see Item 12 on page 26.

Repurchases under the common equity repurchase program

On March 13, 2012, the Board of Directors authorized a \$15.0 billion common equity (i.e., common stock and warrants) repurchase program (the "2012 program"), of which up to \$12.0 billion was approved for repurchase in 2012 and up to an additional \$3.0 billion is approved through the end of the first quarter of 2013. During 2012 and 2011, the Firm repurchased (on a trade-date basis) 31 million and 229 million shares of common stock, for \$1.3 billion and \$8.8 billion, respectively. During 2012 and 2011, the Firm repurchased 18 million and 10 million warrants, for \$238 million and \$122 million, respectively. The Firm did not make any repurchases after May 17, 2012. As of December 31, 2012, \$13.4 billion of authorized repurchase capacity remained under the program.

The Firm may, from time to time, enter into written trading plans under Rule 10b5-1 of the Securities Exchange Act of 1934 to facilitate repurchases in accordance with the repurchase program. A Rule 10b5-1 repurchase plan allows the Firm to repurchase its equity during periods when it would not otherwise be repurchasing common equity — for example, during internal trading "black-out periods." All purchases under a Rule 10b5-1 plan must be made according to a predefined plan established when the Firm is not aware of material nonpublic information.

The authorization to repurchase common equity will be utilized at management's discretion, and the timing of purchases and the exact amount of common equity that may be repurchased is subject to various factors, including market conditions; legal and regulatory considerations affecting the amount and timing of repurchase activity; the Firm's capital position (taking into account goodwill and intangibles); internal capital generation; and alternative investment opportunities. The repurchase program does not include specific price targets or timetables; may be executed through open market purchases or privately negotiated transactions, or utilizing Rule 10b5-1 programs; and may be suspended at any time.